

RSA 304

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT,

3/05
CD LLC 2 V-1.0

**MINUTES OF SPECIAL MEETING OF MANAGERS & MEMBERS OF
PMS – PAVEMENT MAINTENANCE SPECIALIST LLC.**

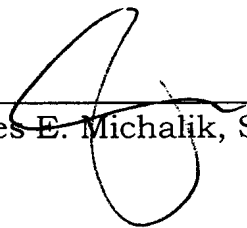
A special meeting of the managers and members of PMS – Pavement Maintenance Specialist LLC was held at 11:30 AM on September 14, 2004 at the Law Offices of James E. Michalik, 15 Exchange Street, Berlin, New Hampshire.

James Nadeau called the meeting to order and James Michalik, counsel for the LLC, took the minutes of the meeting. James Michalik read aloud the notice of the meeting supplied to the members and managers, and read aloud the Waiver of Notice of Special Meeting. The Waiver of Notice of Special Meeting was made a part of the minutes of the meeting.

James Nadeau and Kenneth Legendre, the sole members/managers of the LLC, were present in person, constituted a quorum and were able to transact business.

After a duly made and seconded motion, and after due deliberation, the members/managers voted unanimously to invite Roland Levesque and Andre LeBlanc to become members of the LLC.

There being no further business, upon a motion duly made and seconded, the meeting was adjourned.



James E. Michalik, Secretary

**WAIVER OF NOTICE OF SPECIAL MEETING
P.M.S. PAVEMENT MAINTENANCE SPECIALIST, LLC**

We, the members of P.M.S. Pavement Maintenance Specialist, LLC, set forth after our signatures, do hereby waive notice of the special meeting of the members of the LLC and consent to the holding of the meeting that is scheduled to be held on the following date and time and at the following location:

Date: October 19, 2004

Time: 5:00 PM

Place: Law Offices of James E. Michalik

Address: 22 Main Street
 Berlin, New Hampshire 03570

The sole purpose of the meeting will be to discuss and vote upon the letters of resignation received from James P. Nadeau and Kenneth M. Legendre.

It is the understanding of each member signing below that no other matters will be placed on the agenda for the special meeting, and this waiver of notice and consent to the holding of the above-mentioned special meeting is given on that understanding.

Dated: October 19, 2004



JAMES P. NADEAU



KENNETH M. LEGENDRE



ROLAND LEVESQUE



ANDREW LEBLANC

**RESOLUTION OF
P.M.S. PAVEMENT MAINTENANCE SPECIALIST, LLC
ACCEPTING RESIGNATION OF
JAMES P. NADEAU AND KENNETH M. LEGENDRE**

Upon a duly made and seconded motion, a majority of the members of P.M.S. Pavement Maintenance Specialist, LLC voted in favor of the following resolution:

RESOLVED: That the Members of the LLC do hereby accept the resignations of James P. Nadeau and Kenneth M. Legendre, as stated by them in their letters to the LLC dated October 19, 2004.

The undersigned members certify that the above is a true and correct copy of the resolution duly adopted at a meeting of the members thereof, convened and held in accordance with law and the Bylaws of said LLC on October 19, 2004 and that such resolution is now in full force and effect.

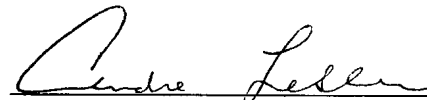
IN WITNESS THEREOF, we have affixed our names as members of P.M.S. Pavement Maintenance Specialist, LLC.

Dated: October 19, 2004


JAMES P. NADEAU


KENNETH M. LEGENDRE


ROLAND LEVESQUE


ANDRE LEBLANC